Simon v. Adzilla, Inc [New Media] et al

Doc. 596 Att. 5

EXHIBIT F

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Term Sheet & Settlement Agreement

1) The following will settle all disputes between ConnectU and its related parties, on the one hand and Facebook and its related parties, on the other hand.

2) All parties get mutual releases as broad as possible and all cases are dismissed with prejudice. Each side bears their own attorneys fees and costs.

3) All terms of agreement are confidential, no party disparages any other parties and no party will comment further publicly related to facts underlying or related to this dispute. The parties will agree on any public statements. A violation of the publicity and confidentiality provision of this paragraph shall be submitted to a binding arbitrator who may award injunctive relief and damages up to [redacted] million. Redacted

~~5) This Agreement is subject to the continuing enforcement of the court in San Jose to the current action~~

4) The parties stipulate that the San Jose Federal court shall have jurisdiction to enforce this agreement

5) The parties agree that they may execute more formal documents but these terms are binding and this document may be submitted into evidence to enforce this agreement.

6) ConnectU founders represent and warrant (1) They have no further right to assert against Facebook (2) They have no further claims against Facebook & its related parties [redacted] Redacted

7) All ConnectU stock in exchange for [redacted] cash & [redacted] common shares in Facebook. The terms of the shares shall include a requirement that all votes related to the

Redacted

* consistent with a stock and cash for stock acquisition.

shares will be voted in accordance with the Board of Director's reccomendations and be subject to the Same anti-dilution protections afforded to Series D preffered stock. ~~The term~~ Facebook will determine the form & documentation of the acquisition of ConnectU's shares.* Facebook represents that it currently has

Redacted [redacted] fully diluted shares outstanding.

Facebook, Inc.

ConnectU, Inc.

Mark Zuckerberg

Cameron Winklevoss

Tyler Winklevoss

Divya Narendra